

EXHIBIT HHH

From: Donna_Costa@m-chem.com
Sent: Sunday, September 27, 2015 10:18 PM
To: fujiwara ken
Subject: RE: *Confidential: ** Confidential - Privileged - JF **

Dear Ken:

I have not told Date-san because I thought this was your issue, but I am happy to tell him if I should do so.

I think there is a 50% chance that Jennifer will accept her old position. If she does, I expect she will leave within one year for a new job.

If Jennifer accepts, her decision will cost MCHA less in 2015 than her leaving, because paying her severance is more expensive than demoting her. Either way, we will use 2015 'profit' to cover any unbudgeted costs and I believe we will not have to request additional money from MCHC. Of course, this money will not be available to pay dividends.

If Jennifer stays beyond April 1, the 2016 Legal Department budget will be covered by legal services fees. Assuming Jennifer leaves at some point in 2016, the cost of the Legal Department will be below budget, because we will not replace her.

Regardless of what happens with the Legal Department in 2015 and 2016, MCHC/BHQs will have to pay my costs in 2016. Shin and I are working on the Management budget in the coming weeks. Keep in mind that part of my costs are covered by Qualicaps beginning October 1, so the impact on MCHC will be lower than originally expected.

I am uncomfortable waiting past October 26 to tell Jennifer. I'm not sure I understand why we would delay this any longer. We could lose Nick, things could blow up with Jennifer, things could get worse with Kelli, and in the end MCHC will have to pay for a new GC and for Jennifer to stay or go regardless.

Regarding Jennifer's trip to Japan, I realize it is strange, but MCHA would be letting down the ICO and the Global Compliance Meeting if we do not send someone. Since we are not firing her, I don't see a problem with sending her. However, if you want me to go in her place, I will do so. But that will mean I need to tell her about her demotion this Wednesday, because I am traveling and she is traveling and this Wednesday is the only day I will see her before she is scheduled to leave for Tokyo.

Please let me know your thoughts as soon as possible so I can squeeze Tokyo into my October schedule. Also, based on your email last week I have set things in motion regarding hiring Nick and demoting Jennifer (including telling Nick and five people at MCHA) and it won't be easy for me to go back without creating some problems. I am quite tense about this possible reversal.

If you want to discuss this, you can call me before noon Japan time. Otherwise, I await your response by email.

Regards,
Donna

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Def 000346

Sent with Good (www.good.com)

-----Original Message-----

From : Ken 2905413 Fujiwara/AP/MCC@MCC@FCD
To : Donna USA0007 Costa/USAP/USA@USA@FCD
cc :
Sent on :09/28/2015 10:09:47 AM ZE9
Subject : Re: *Confidential: ** Confidential - Privileged - JF **

Donna,

Thank you for the email. I hope things go well. To be frank, what is your estimation or guess as to the possibility of Jennifer's accepting the idea of putting back to her the old position, while we are already prepared for the idea of replacing GC.

As you recall, the reason of us in Japan having not agreed to the idea of hiring new GC after your taking the president's position was because of the anticipated increase in the costs at the legal department or MCHA. If JF accepts the idea, it will result in the same situation as before. As you are also aware, Date-san's department is primary responsible for the management of MCHA, in particular for its operating budget. I do not think you told Date-san or Kosakai-san about your concern over JF, when they were there. I think we need to know the impact in the operating costs associated with this whole thing in relation to the 2015 budget, so that we could explain to Date-san and/or Kosakai-san before it happens. In that regard, I do not know when is the best time to tell JF the idea, and also if it is advisable to bring JF to Japan, who is possible to be terminated after the trip, that might result in huge distrust from people in Japan.

What do you think ?

Regards, Ken

▼ Donna USA0007 Costa---2015/09/26 06:49:21---Dear Ken: Thank you very much for your support and understanding.

送信元: Donna USA0007 Costa/USAP/USA@USA
宛先: Ken 2905413 Fujiwara/AP/MCC@MCC@FCD
Cc: Masanori 3113541 Sakaguchi/AP/MCC@MCC
日付: 2015/09/26 06:49
件名: Re: *Confidential: ** Confidential - Privileged - JF **

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